

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
MOS TECHNOLOGY, INC.

The undersigned officer of MOS TECHNOLOGY, INC., a Delaware corporation ("the Corporation"), for the purpose of amending the Certificate of Incorporation of said Corporation, hereby certifies as follows:

1. The Certificate of Incorporation of the Corporation is hereby amended by deleting Article FIRST in its entirety and substituting therefor:

FIRST: The name of the Corporation is CDS Technology, Inc.

2. This amendment of the Certificate of Incorporation has been duly adopted in accordance with the provisions of Section 242 of the Delaware General Corporation Law, the holders of a majority of the stock entitled to vote thereon have consented to this amendment pursuant to Section 228 of the Delaware General Corporation Law, and notice has been given, pursuant to said Section 228 to the other stockholders of the Corporation.

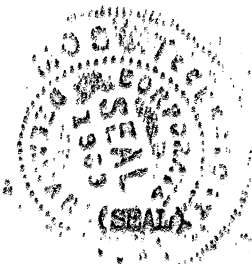
3. The capital of the Corporation will not be reduced under or by reason of the foregoing amendment.

IN WITNESS WHEREOF, the undersigned officer, duly authorized thereunto, has executed this Certificate of Amendment on the 31st day of January, 1975, and affirms, under penalties of perjury, that such Certificate of Amendment is the act and deed of the Corporation and that the facts stated therein are true.

MOS TECHNOLOGY, INC.

By

John O. Paivinen
John O. Paivinen



ATTEST:

Donald H. Rivkin
Donald H. Rivkin, Secretary